

## TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Q9 Networks Inc.		10/24/2008	CORPORATION: ONTARIO
RECEIVING PARTY DATA			
Name:	The Toronto-Dominion Bank		
Street Address:	77 King Street West, 18th Floor		
Internal Address:	Attention: Hughroy Enniss		
City:	Toronto		
State/Country:	ONTARIO		
Postal Code:	M5K 1A2		
Entity Type:	Canadian National Bank: CANADA		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	2806993	Q9	
Registration Number:	2795402	Q9 NETWORKS	
Registration Number:	2927814	Q9EXPRESS	
CORRESPONDENCE DATA			
Fax Number:	(404)581-8330		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	404-581-8275		
Email:	srbrown@jonesday.com		
Correspondent Name:	Sidney R. Brown		
Address Line 1:	1420 Peachtree Street, N.E.		
Address Line 2:	Suite 800		
Address Line 4:	Atlanta, GEORGIA 30309		
ATTORNEY DOCKET NUMBER:	927268-600003		
NAME OF SUBMITTER:	Sidney R. Brown		

OP \$90.00 2806993

900119966

TRADEMARK  
REEL: 003882 FRAME: 0526

Signature:

/Sidney R. Brown/

Date:

11/04/2008

Total Attachments: 3

source=Toronto-Dominion Q9 Security Interest#page1.tif

source=Toronto-Dominion Q9 Security Interest#page2.tif

source=Toronto-Dominion Q9 Security Interest#page3.tif

### Notice of Grant of Security Interest in Trademarks

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that in consequence of an amalgamation on October 24, 2008, under the Ontario, Canada, Business Corporations Act between Q9 Networks Inc., an Ontario corporation ("Registrant"), and CDC Acquisition III Corp., an Ontario corporation ("Grantor"), Registrant has become subject to a certain Intellectual Property Security Agreement dated as of October 24, 2008 (as the same may be amended, modified, extended or restated from time to time, the "Security Agreement") by and between Grantor and The Toronto-Dominion Bank, as administrative agent for certain Lenders (as defined below) (the "Agent"), wherein the Grantor granted a continuing security interest in and continuing lien upon the trademarks shown below to the Agent for the benefit of the Lenders in connection with that certain Loan Agreement dated as of October 24, 2008, by and among the Registrant, the Grantor, the Agent, and the other lenders from time to time party thereto (the "Lenders");

#### U.S. TRADEMARK REGISTRATIONS

<u>US Trade-mark</u>	<u>Status</u>	<u>Owner of Record</u>
Q9	REGISTERED SN. No.: 76227953 FD: 2001-03-21 Reg #: 2806993 RD: 2004-01-20	Q9 Networks Inc.
Q9 NETWORKS	REGISTERED SN. No.: 76227952 FD: 2001-03-21 Reg #: 2795402 RD: 2003-12-16	Q9 Networks Inc.
Q9express	REGISTERED SN. No.: 78271106 FD: 2003-07-07 Reg #: 2927814 RD: 2005-02-22	Q9 Networks Inc.

The Registrant and the Agent hereby acknowledge and agree that the security interest in the foregoing trademarks (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as a assignment of any trademark.

Very truly yours,

Q9 NETWORKS INC., as successor by  
amalgamation with Grantor, CDC Acquisition  
III Corp.

By:   
Name: C.J. BRUCATO  
Title: CHAIRMAN AND DIRECTOR

Acknowledged and Accepted:

THE TORONTO-DOMINION BANK, as Agent

By: \_\_\_\_\_  
Ronald J. Kowpak  
Vice President, Loan Syndications - Agency

The Registrant and the Agent hereby acknowledge and agree that the security interest in the foregoing trademarks (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as a assignment of any trademark.

Very truly yours,


Q9 NETWORKS INC., as successor by  
amalgamation with Grantor, CDC Acquisition  
III Corp.

By: \_\_\_\_\_  
Name:  
Title:

Acknowledged and Accepted:

THE TORONTO-DOMINION BANK, as Agent

By:

  
\_\_\_\_\_  
Michael A. Freeman  
Vice President, Loan Syndications - Agency